

Section 3 - Procedure for Ordination

The procedure for ordination shall be as follows:

A. Each person fulfilling the above qualifications and upon their proper presentation to the Board of Directors of this body will receive full consideration for ordination into the ministry of the Gospel of Jesus Christ by

B. The Board may make exceptions to these qualifying standards wherein the unanimous opinion of the Board and under the strong compelling conviction of the Holy Spirit such exception is according to the will of God and consistent with His Word.

C. Upon unanimous approval of the Board of Directors, the candidate will be ordained as a minister of the Gospel with the right to perform ministerial functions in accordance with the laws of the land and the ordinances of God's Holy Word with all prerogatives of such a calling and office.

D. All candidates, successful or otherwise, will be notified of the Board's decision in writing within one week of the final Board action.

the right to copy and make extracts. These rights of inspection shall extend to the records of each subsidiary corporation of the corporation.

Section 4 - Inspection By Directors

Every director shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the corporation and each of its subsidiary corporations. This inspection by a director may be made in person or by an agent or attorney, and the right of inspection includes the right to copy and make extracts of documents.

VII

Construction And Definitions

Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Corporation Law shall govern the construction of these bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular number includes the plural, the plural number includes the singular, and the term "person" includes both the corporation and a natural person.

VIII

Amendments

Bylaws other than a bylaw fixing or changing the authorized number of directors may be adopted, amended, or repealed by the Board of Directors.

IX

Affect Upon Term Of Office

The adoption of these bylaws shall not affect the term of office of any officer or director elected under previous bylaws of this corporation.

51196

Rites of Ordination

Section 1 - Principles of Ordination

A candidate for ordination must recognize that only our Sovereign Holy God can truly call and ordain His children for service in the ministry of the Gospel of Jesus Christ.

A candidate for ordination must recognize that the calling of a minister is not the result of a title, rather the title is a result of His Calling. This calling is recognized as from the true and living God.

A candidate for ordination must recognize that it is a person's privilege and specifically the privilege of the overseers of the true church of Jesus Christ to ratify the ordination of God when such is obviously placed upon a person's life.

Section 2 - Qualification

The qualifications for ordination are as follows:

A. A candidate for ordination must be a "born again" believer in Jesus Christ as described by our Lord in the third chapter of the Gospel of John.

B. A candidate must believe that there is only one God, who manifests Himself in Three Persons: God the Father, God the Son, and God the Holy Spirit.

C. A candidate must meet the scriptural requirements for the office of bishop as described in the Holy Bible, references I Timothy 3:1-7 and Titus 1:6-9.

D. A candidate must believe and render evidence of his belief that the Holy Bible is the complete and divinely inspired Word of God and that God has not added, deleted, or altered this work with subsequent writings and revelations.

E. A candidate must believe in the objectives of this body and its concepts concerning the work of the Holy Spirit today.

F. A candidate should have evidenced the obvious calling of God upon his life in terms of ministerial experience and report.

51497

Section 3 - Procedure for Ordination

The procedure for ordination shall be as follows:

A. Each person fulfilling the above qualifications and upon their proper presentation to the Board of Directors of this body will receive full consideration for ordination into the ministry of the Gospel of Jesus Christ by

B. The Board may make exceptions to these qualifying standards wherein the unanimous opinion of the Board and under the strong compelling conviction of the Holy Spirit such exception is according to the will of God and consistent with His Word.

C. Upon unanimous approval of the Board of Directors, the candidate will be ordained as a minister of the Gospel with the right to perform ministerial functions in accordance with the laws of the land and the ordinances of God's Holy Word with all prerogatives of such a calling and office.

D. All candidates, successful or otherwise, will be notified of the Board's decision in writing within one week of the final Board action.

MINUTES OF FIRST MEETING OF
BOARD OF DIRECTORS OF
TRANSLATOR T.V., INC.

The Directors of the above named corporation, constituting the Board of Directors of said corporation, held their first meeting at the time, on the day and at the place set forth as follows:

TIME: 3:00 p.m.

DATE: September 19, 1980

PLACE: Tustin, California

There were present at the meeting the following Directors, constituting a quorum of the full Board:

Paul F. Crouch

Pearl Jane Duff

On motion and by unanimous vote, the following named persons were elected Temporary Chairman and Secretary of the first meeting:

Temporary Chairman: Paul F. Crouch

Temporary Secretary: Pearl Jane Duff

The Chairman announced that the meeting was held pursuant to written Waiver of Notice thereof and Consent thereto signed by all of the Directors of the corporation; such waiver and consent was presented to the meeting and upon motion duly made, seconded, and unanimously carried, was made a part of the records of the meeting and now precedes the minutes of this meeting in the Book of Minutes of the corporation.

The Chairman stated that the original Articles of Incorporation had been filed in the office of the California Secretary of State. The Chairman presented to the meeting a certified copy of said Articles of Incorporation and the Secretary was directed to insert said copy in the Book of Minutes of the corporation.

Upon motion duly made and seconded, the following resolution was unanimously adopted:

51499

RESOLVED, that Paul F. Crouch, named as the initial agent for service of process in the Articles of Incorporation of this corporation, is hereby confirmed as this corporation's agent for the purpose of service of process.

The matter of the adoption of By-laws for the regulation of the corporation was next considered. The Secretary presented to the meeting a form of By-laws which were duly considered and discussed. On motion duly made, seconded, and unanimously carried, the following resolution was adopted:

WHEREAS, the Directors of this corporation have not as yet adopted any By-laws for the regulation of its affairs; and

WHEREAS, there has been presented to this meeting a form of By-laws for the regulation of the affairs of this corporation; and

WHEREAS, it is deemed to be to the best interests of this corporation that said By-laws be adopted by this Board of Directors as and for the By-laws of this corporation;

NOW, THEREFORE, BE IT RESOLVED, that the By-laws presented to this meeting and discussed hereat be and the same hereby are adopted as and for the By-laws of this corporation until amended or repealed in accordance with applicable law.

RESOLVED, FURTHER, that the Secretary of this corporation be, and hereby is, authorized and directed to execute a certificate of the adoption of said By-laws and to insert said By-laws as so certified in the Book of Minutes of this corporation and to see that a copy of said By-laws, similarly certified, is kept at the principal office for the transaction of business of this corporation.

The meeting then proceeded to the election of a President, Vice President, Secretary and a Chief Financial Officer. The following were duly elected to the offices indicated after the names of each:

Paul F. Crouch	President
Pearl Jane Duff	Vice President
Pearl Jane Duff	Secretary
Phillip David Espinoza	Chief Financial Officer

The Secretary presented for the approval of the meeting a proposed seal of the corporation consisting of the words Translator T.V., Inc., and the words and figures "INCORPORATED California," in the form and figures as follows:

51500

On motion duly made, seconded, and unanimously carried the following resolution was adopted:

RESOLVED, that the corporate seal in the form, words, and figures presented to this meeting be and the same hereby is adopted as the seal of this corporation.

After some discussion, the location of the principal office of the corporation for the transaction of the business of the corporation was fixed pursuant to the following resolution unanimously adopted, upon motion duly made and seconded:

RESOLVED, that the location of the principal office for the transaction of the business of this corporation, until changed by subsequent resolution of this Board, shall be at 2442 Michelle Drive, Tustin, California.

The President suggested that the meeting consider the adoption of an accounting year, either fiscal or calendar, so that the Franchise Tax Board could be notified thereof. On motion duly made, seconded, and unanimously carried, the following resolution was adopted:

RESOLVED, that this corporation adopt an accounting year as follows:

DATE ACCOUNTING YEAR BEGINS: January 1
DATE ACCOUNTING YEAR ENDS: December 31

To provide for a depository for the funds of the corporation and to authorize certain Officers to deal with the corporate funds, the following resolutions were duly adopted:

RESOLVED, that all funds of this corporation be deposited with Hacienda Division of Mitsubishi Bank, 11900 Brookhurst, Garden Grove, California.

RESOLVED, FURTHER, that any two Officers acting together, or any Officer acting with Patricia Colavecchio, shall be authorized to endorse checks, drafts, or other evidences of indebtedness made payable to the order of this corporation, but only for the purpose of deposit; and

RESOLVED, FURTHER, that all checks, drafts, and other instruments obligating this corporation to pay money shall be signed on behalf of this corporation by any two Officers acting together.

51501

To provide for the payment of the expenses of incorporation and organization of the corporation, on motion duly made, seconded, and unanimously carried, the following resolution was adopted:

RESOLVED, that the President or Vice President and the Chief Financial Officer of this corporation be, and they hereby are, authorized and directed to pay the expense of the incorporation and organization of this corporation.

There being no further business to come before the meeting, upon motion duly made, seconded and unanimously carried, the meeting was adjourned.

Paul F. Crouch
PAUL F. CROUCH, Temporary Chairman

Paul F. Crouch
PAUL F. CROUCH, President and Chairman

ATTEST:

Pearl Jane Duff
PEARL JANE DUFF, Temporary Secretary

Pearl Jane Duff
PEARL JANE DUFF, Secretary

BYLAWS

TRINITY BROADCASTING NETWORK, INC.

I

Principal Office

The principal office for the transaction of the business of the corporation is fixed and located at Orange County, California. The board of directors may at any time or from time to time change the location of the principal office from one location to another.

II

Membership

Section 1 - Members

The membership of this corporation shall be open to any believing and confessing Christian, who acknowledges and accepts Jesus Christ as Lord and Savior, who is willing to subscribe to the policies of this corporation, and who is approved by the board of directors.

Section 2 - Voting Members

The voting members of this corporation shall be the persons who from time to time are the members of the board of directors of this corporation. Death, resignation, or removal of any director as provided in these bylaws automatically terminates his membership as a voting member of this corporation. Election of a successor director as provided in these bylaws shall operate to elect that director to voting membership in this corporation.

Section 3 - Associate Members

Members who are not voting members shall be associate members.

Section 4 - Rights of Members

Each voting member of this corporation shall be entitled to vote. Each associate member shall be entitled to attend meetings of the corporation and to serve on committees of the corporation, but no associate member need be given notice of any meeting of this corporation.

Section 5 - Annual Meeting

The annual meeting of the members of this corporation shall be held

on the second Friday of January each year at 5:30 p.m. at the principal office of this corporation, or at any other time in January and at any other place determined by a resolution of the board of directors. No notice of any such annual meeting need be given if it is held on the second Friday of January at 5:30 P.M. at the principal office of the corporation; otherwise written notice of the time and place of the annual meeting shall be delivered by mail or other written communication, charges prepaid, to each voting member, addressed to him at his address as it is shown on the records of the corporation, or if it is not shown on the records or is not readily ascertainable, at the place where the meetings of the members are regularly held. Any notice shall be mailed at least 5 days before the date of the meeting.

Section 6 - Special Meetings

Special meetings of the members of the corporation for any purpose or purposes may be called at any time by the president of the corporation or by any two (2) directors.

Written notice of the time and place of special meetings of the members shall be given in the same manner as for annual meetings of the members.

The transactions of any meeting of the members of this corporation, however called and noticed, shall be as valid as though had at a meeting held after regular call and notice if a quorum is present, and if, either before or after the meeting, each of the voting members not present signs a written waiver of notice, or a consent to holding this meeting, or an approval of the minutes of the meeting. All the waivers, consent or approvals shall be filed with the corporate records or be made a part of the minutes of the meeting.

Section 7 - Quorum

A quorum for any meeting of the members shall be a majority of voting members.

III

Board of Directors

Section 1 - Number of Directors

The board of directors shall consist of no more than five members and at least three members until the number of directors is changed by amendment to these bylaws.

Section 2 - Quorum

A majority of the board of directors shall constitute a quorum for the transaction of business.

Section 3 - Powers of Directors

Subject to limitations of law and

sections of the bylaws, and of California law, all corporate powers of the corporation shall be exercised by or under the authority of and the business and affairs of the corporation shall be controlled by, the board of directors. Without limiting the general powers, the board of directors shall have the following powers:

- (a) To select and remove all the other officers, agents and employees of the corporation, prescribe such powers and duties for them as may not be inconsistent with law, the articles of incorporation or the bylaws, fix their compensation, and require from them security for faithful service.
- (b) To conduct, manage, and control the affairs and business of the corporation, and to make rules and regulations not inconsistent with law, the articles of incorporation, or the bylaws.
- (c) To borrow money, and incur indebtedness for the purpose of the corporation and for that purpose to be executed and delivered, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges or other evidence of debt and securities.

Section 4 - Election and Term of Office

The term of office of each director shall be three years or until his successor is elected. Successors for directors whose terms of office are then expiring shall be elected at the annual meeting of the members in the year such terms expire. A director may succeed himself in office.

Section 5 - Vacancies

Vacancies in the board of directors shall be filled by a majority of the remaining directors then in office even though less than a quorum or by the sole remaining director. A successor director so elected shall serve for the unexpired term of his predecessor.

Section 6 - Place and Time of Meetings

Regular meetings of the board of directors may be held at any place that has been designated by the board and at any time designated by the board.

Section 7 - Organization Meeting

At each annual meeting, the board of directors shall hold a regular meeting for the purpose of organization, election of officers and the transaction of other business.

Section 8 - Meetings

Meetings of the board of directors for any purpose

to be called at any time by the president or any two (2) directors.

Written notice of the time and place of meetings shall be delivered personally to each director or sent to each director by mail or by other form of written communication, charges prepaid, addressed to him at his address as it is shown on the records of this corporation, or if it is not so shown on the records or is not readily ascertainable, at the place at which the meetings of the directors are regularly held. The notice shall be mailed at least three days before the time of the meeting.

The transaction of any meeting of the board of directors, however called and noticed and wherever held, shall be as valid as though had at a meeting held after regular call and notice, if a quorum is present and if either before or after the meeting, each of the directors not present signs a written waiver of notice or a consent to hold the meeting or an approval of the minutes. All such waivers, consents or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 9 - Removal

A director may be removed from office with or without cause by the vote of a majority of the directors.

Section 10 - Compensation

The directors shall receive no compensation for their services as directors.

IV

AFFILIATION WITH CHRISTIAN CENTER CHURCH OF ORANGE COUNTY

Section 1 - General Terms of Affiliation

This corporation shall be affiliated with Christian Center Church of Orange County, but shall exist and function as an independent corporation subject to the provisions of this Article IV.

Section 2 - Property

Title to property of this corporation shall be held in the name of Trinity Broadcasting Network, Inc., and shall be subject to the control of the officers and directors of this corporation.

Section 3 - Election of Directors

The Board of Directors of Christian Center Church of Orange County must approve the election or re-election of directors of this corporation.

Section 4 - Removal of Directors and Associate Members

The Board of Directors of Christian Center Church shall have the power to remove and replace directors of this corporation, as well as associate members of this corporation.

Section 5 - Amendments to By-Laws

Amendments to these By-Laws must be approved by the Board of Directors of Christian Center Church of Orange County.

Section 6 - Expenditures and Financial Commitments

Expenditures and financial commitments of this corporation must be within financial limits established by Christian Center Church of Orange County.

V

OFFICERS

Section 1 - Officers

The officers of this corporation shall be a president, chairman of the board of directors, vice-president, secretary, assistant secretary, and treasurer, and such other officers as the board of directors may appoint. One person, other than the president, may hold more than one of these offices. Officers other than the president need not be members of the board of directors.

Section 2 - Election

The Board of Directors shall elect all officers of the corporation for terms of one year, or until their successors are elected and qualified.

Section 3 - Vacancies

A vacancy in any office because of death, resignation, removal, disqualification or otherwise shall be filled by the board of

directors.

Section 4 - President

Subject to the control of the board of directors, the president shall have general supervision, direction and control of the business and affairs of the corporation. He shall preside at all meetings of the members and directors and shall have such other powers and duties as may be prescribed from time to time by the board of directors.

Section 5 - Vice President

In the absence or disability of the president, the vice president shall perform all the duties of the president and in so acting, shall have all the powers of the president. The vice president shall have such other powers and perform such other duties as may be prescribed from time to time by the board of directors.

Section 6 - Secretary

The secretary shall keep a full and complete record of all the proceedings of the board of directors, shall keep the seal of the corporation and affix it to such papers as may be required in the regular course of business, shall make services of such notices as may be necessary or proper, shall supervise the keeping of the records of the corporation, and shall discharge such other duties of the office as prescribed by the board of directors.

Section 7 - Treasurer

The treasurer shall receive and safely keep all funds of the corporation and deposit them in the book or books that may be designated by the board of directors. Those funds shall be paid out only on checks of the corporation signed by the president, vice president, treasurer or secretary or by such officers as may be designated by the board of directors as authorized to sign them. The treasurer shall have such other powers and perform such other duties as may be prescribed from time to time by the board of directors.

VI

Amendment of Bylaws

Except as provided hereinabove, these bylaws may be amended or repealed and new bylaws adopted by the vote of a majority of the members of the board of directors at a directors' meeting, except that a bylaw fixing or changing the number of directors may be repealed only by the vote or written consent of two-thirds of the board of directors.

VII

Annual Accounting Period

The annual accounting period for this corporation shall be the first day of August and shall end on the first day of August

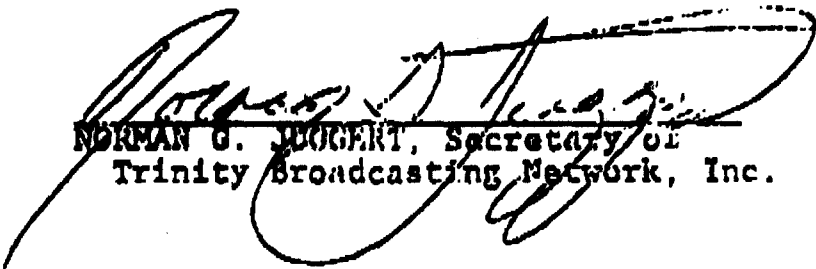
CERTIFICATION

I, the undersigned, do hereby certify:

1. That I am the duly elected and acting Secretary of Trinity Broadcasting Network, Inc., a California corporation; and

2. That the foregoing By-Laws constitute a true and correct copy of the original By-Laws of said corporation, as duly adopted at a meeting of the Board of Directors thereof, held on the 19th day of November, 1973.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of said corporation, this 21st day of February, 1974.


NORMAN G. DEGERT, Secretary of
Trinity Broadcasting Network, Inc.

BYLAWS

TRINITY BROADCASTING NETWORK, INC.

I

Principal Office

The principal office for the transaction of the business of the corporation is fixed and located at Orange County, California. The board of directors may at any time from time to time change the location of the principal office from one location to another.

II

Membership

Section 1 - Qualifications

The membership of this corporation shall be open to any believing and confessing Christian, who acknowledges and accepts Jesus Christ as Lord and Savior, who is willing to subscribe to the policies of this corporation, and who is approved by the board of directors.

Section 2 - Members

The members of this corporation shall be the persons who from time to time are the members of the board of directors of this corporation. Death, resignation, or removal of any director as provided in these bylaws automatically terminates his membership as a member of this corporation. Election of a successor director as provided in these bylaws shall operate to elect that director to membership in this corporation.

Section 3 - Termination of Membership

The membership of any member except a member holding the office of President, shall terminate upon occurrence of any of the following events:

- (a) The resignation of the member.
- (b) The death of the member.
- (c) The determination by a majority of the Board of Directors that such termination would be in the best interests of the corporation. Such a determination by a majority of the directors may be without cause.

The membership of a member holding the office President shall terminate upon occurrence of any of the following events:

- (a) The resignation of such member.
- (b) The death of such member.
- (c) The determination by a majority of the Board of Directors that such member:
 - 1. Has failed in a material and serious degree to observe Biblical moral standards;
 - 2. Is suffering from a mental or physical disability to a degree that substantially hinders the performance of his corporate duties; or
 - 3. Has habitually neglected or mishandled his corporate responsibilities to the extent that the normal operations of the corporation are substantially hindered.

Following the determination that such member holding the office of President should be terminated as a member, the following procedure shall be implemented:

(a) A notice shall be sent by mail by prepaid, first-class, or registered mail to the most recent address of the member, setting forth the expulsion and the reasons therefor. Such notice shall be sent at least 15 days before the proposed effective date of the expulsion.

(b) The member shall be given an opportunity to be heard, either orally or in writing, at a hearing to be held not fewer than 5 days before the effective date of the proposed expulsion. The hearing will be held by a special member expulsion committee. The notice to the member of his proposed expulsion shall state the date, time, and place of the hearing on his proposed expulsion.

(c) Following the hearing, the expulsion committee shall decide whether or not the member should in fact be expelled, suspended, or sanctioned in some other way. The decision of the committee shall be final.

(d) The expulsion committee shall be composed of three persons. One committee member shall be appointed by those directors who voted in favor of terminating the President's membership. One committee member shall be appointed by the President. The committee members so appointed shall select a third committee member. All members of the expulsion committee shall be believing and confession Christians, who acknowledge and accept Jesus Christ as Lord and Saviour.

Termination of membership of any member as provided herein shall also constitute termination of such member as a director and, where applicable, as an officer of this corporation.

Section 4 - Manner of Resignation

Except as provided herein, any member may resign, which resignation shall be effective upon giving written notice to the chairman of the board, the president, the secretary of the board of directors, unless the notice specifies a later time for the resignation to become effective. If the resignation of a member is effective at a future time, the board of directors may elect a successor to take office when the resignation became effective. No member may resign if the corporation would then be left without a duly elected director in charge of its affairs, or would otherwise be jeopardized before the law.

III

Directors

Section 1 - Powers

A. Subject to the provisions of the California Nonprofit Corporation Law and any limitations in the articles of incorporation and these bylaws relating to action required to be approved by the members, the business and affairs of the corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the board of directors.

B. Without prejudice to these general powers, and subject to the same limitations, the directors shall have the power to:

1. Select and remove all officers of the corporation; prescribe any powers and duties for them that are consistent with law, with the articles of incorporation, and with these bylaws; and fix their compensation.
2. Change the principal executive office or the principal business office in the State of California from one location to another; cause the corporation to be qualified to do business in any other state, territory, dependency, or country and conduct business within or outside the State of California; and designate any place within or outside the State of California for the holding of any board of directors' meeting or meetings, including annual meetings.
3. Adopt, make, and use a corporate seal; and alter the form of the seal.
4. Borrow money and incur indebtedness on behalf of the corporation, and cause to be executed and delivered for the corporations' purposes, in the corporate name, promissory notes, bonds, debentures, deeds

of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities.

Section 2 - Number and Qualification of Directors

The authorized number of directors shall be no more than five members and at least three members until the number of directors is changed by amendment to these bylaws.

Section 3 - Election And Term of Office of Directors

The term of office of each director shall be three years or until his successor is elected.

Directors shall be elected as necessary at annual meetings; however, if any annual meeting is not held or the directors are not elected at any annual meeting, they may be elected at a special meeting. Each director, including a director elected to fill a vacancy or elected at a special meeting, shall hold office until expiration of the term for which elected and until a successor has been elected and qualified. Directors may succeed themselves.

Section 4 - Vacancies.

A. A vacancy or vacancies in the board of directors shall be deemed to exist on the termination of any director's membership as provided in Article II, Section 3.

B. No reduction of the authorized number of directors shall have the effect of removing any director before that director's term of office expires.

Section 5 - Place of Meetings; Meetings By Telephone

Regular meetings of the board of directors may be held at any place within or outside the State of California. In the absence of specific designation, regular meetings shall be held at the principal executive office of the corporation. Special meetings of the Board shall be held at any place within or outside the State of California that has been designated in the notice of the meeting or, if not stated in the notice, or if there is no notice, at the principal executive office of the corporation. Notwithstanding the above provisions of this Section 5, a regular or special meeting of the board of directors may be held at any place consented to in writing by all the board members, either before or after the meeting. If consents are given, they shall be filed with the minutes of the meeting. Any meeting, regular or special, may be held by conference telephone or similar communication equipment, so long as all directors participating in the meeting can hear one another, and all such directors shall be deemed to be present in person at such meeting.

BYLAWS OF TRINITY BROADCASTING NETWORK, INC.

Section 6 - Annual Meeting

At each annual meeting, the board of directors shall elect officers and directors where required and shall transact other business. Notice of this meeting shall not be required.

Section 7 - Regular Meetings

Regular meetings of the board of directors shall be held without call at such time as shall from time to time be fixed by the board of directors. Such regular meetings may be held without notice.

Section 8 - Special Meetings

A. Special meetings of the board of directors for any purpose may be called at any time by the president, or any two directors.

B. Notice.

1. Notice of the time and place of special meetings shall be given to each director by one of the following methods: (a) by personal delivery or written notice; (b) by first-class mail, postage paid; (c) by telephone communication, either directly to the director or to a person at the director's office who would reasonably be expected to communicate such notice promptly to the director; or (d) by telegram, charges prepaid. All such notices shall be given or sent to the director's address or telephone number as shown on the records of the corporation.

2. Notices sent by first class mail shall be deposited into a United States mail box at least four days before the time set for the meeting. Notices given by personal delivery, telephone, or telegraph shall be delivered, telephoned, or given to the telegraph company at least 48 hours before the time set for the meeting.

3. The notice shall state the time and place for the meeting. However, it need not specify the purpose of meeting, or the place of the meeting, if it is to be held at the principal executive office of the corporation.

4. If action is proposed to be taken at any meeting to remove a director, amend the articles of incorporation, or voluntarily dissolve the corporation, the notice shall always state the general nature of the proposal.

Section 9 - Quorum

A majority of the authorized number of directors shall constitute a quorum for the transaction of business, except to adjourn as provided in Section 11 of this Article III. Every act or decision

done or made by a majority of the directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the board of directors, subject to the provisions of the California Nonprofit Corporation Law, especially those provisions relating to (a) a direct or indirect material financial interest, (b) appointment of committees, and (c) indemnification of directors. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for that meeting.

Section 10 - Waiver Of Notice

The transactions of any meeting of the board of directors, however called and noticed or wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if (a) a quorum is present, and (b) either before or after the meeting, each of the directors not present signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any director who attends the meeting without protesting before or at its commencement about the lack of adequate notice.

Section 11 - Adjournment

A majority of the directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

Section 12 - Notice of Adjournment

Notice of the time and place of holding an adjourned meeting need not be given, unless the meeting is adjourned for more than 24 hours, in which case personal notice of the time and place shall be given before the time of the adjourned meeting to the directors who were not present at the time of the adjournment.

Section 13 - Action Without Meeting

Any action required or permitted to be taken by the board of directors may be taken without a meeting, if all members of the board, individually or collectively, consent in writing to that action. Such action by written consent shall have the same force and effect as an unanimous vote of the board of directors. Such written consent or consents shall be filed with the minutes of the proceedings of the boards.

Section 14 - Proxies

A. Every person entitled to vote shall have the right to

do so either in person or by one or more agents authorized by a written proxy, signed by the person and filed with the secretary of the corporation. A proxy shall be deemed signed if the member's name is placed on the proxy (whether by manual signature, typewriting, telegraphic transmission, or otherwise) by the member or the member's attorney in fact.

B. A validly executed proxy that does not state that it is irrevocable shall continue in full force and effect unless (a) revoked by the member executing it, before the vote cast pursuant to that proxy, by a writing delivered to the corporation stating that the proxy is revoked by a subsequent proxy executed by such member, or by personal attendance and voting at a meeting by such member, or (b) written notice of the death or incapacity of the maker of the proxy is received by the corporation before the vote pursuant to that proxy is counted; provided, however, that no proxy shall be valid after the expiration of 11 months from the date of the proxy, unless otherwise provided in the proxy. The revocability of a proxy that states on its face that it is irrevocable shall be governed by the provisions of the California Nonprofit Corporation Law.

C. In any election of directors, any form of proxy that is marked by a member "withhold," or otherwise marked in a manner indicating that the authority to vote for the election of directors is withheld, shall not be voted either for or against the election of a director. Failure to comply with this paragraph shall not invalidate any corporate election taken, but may be the basis for challenging the proxy at a meeting.

D. Any proxy concerning matters requiring a vote of the members of an amendment to the articles of incorporation; the sale, lease, exchange, conveyance, transfer, or other disposition of all or substantially all of the corporate assets; the merger with another corporation or the amendment of a merger agreement; or the voluntary dissolution of the corporation shall not be valid unless the proxy sets forth the general nature of the matter to be voted on.

E. A proxy is not revoked by the death or incapacity of the maker or the termination of a member as a result thereof unless, before the vote is counted, written notice of the death or incapacity is received by the corporation.

Section 15 - Fees And Compensation Of Directors

Directors and members of committees may receive such compensation, if any, for their services, and such reimbursement of expenses, as may be determined by resolution of the board of directors to be just and reasonable.

IV

Committees

Section 1 - Committees of Directors

The president may, by resolution adopted by a majority of the directors then in office, designate one or more committees to serve at the pleasure of the board. Any committee, to the extent provided in the resolution of the board, shall have all the authority of the board, except that no committee, regardless of board resolution, may:

- (a) take any final action on matters which, under the Nonprofit Corporation Law of California, also requires members' approval;
- (b) fill vacancies on the board of directors or in any committee;
- (c) fix compensation of the directors for serving on the board or on any committee;
- (d) amend or repeal bylaws or adopt new bylaws;
- (e) amend or repeal any resolution of the board of directors which by its express terms is not so amendable or repealable;
- (f) appoint any other committees of the board of directors or the members of these committees;
- (g) expend corporate funds to support a nominee for director;
- (h) approve any transaction (1) to which the corporation is a part and one or more directors have a material financial interest; or (2) between the corporation and one or more of its directors or between the corporation or any person in which one or more of its directors have a material financial interest.

Section 2 - Meetings And Action of Committees

Meetings and action of committees shall be governed by, and held and taken in accordance with, the provisions of Article III of these bylaws, concerning meetings of directors, with such changes in the context of those bylaws as are necessary to substitute the committee and its members for the board of directors and its

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members, except that the time for regular meetings of committees may be determined either by the president or by resolution of the board of directors, or by resolution of the committee. Special meetings of committees may also be called by resolution of the board of directors. Notice of special meetings of committees shall also be given to any and all alternate members, who shall have the right to attend all meetings of the committee. Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records. The president or the board of directors may adopt rules for the government of any committee not inconsistent with the provisions of these bylaws.

V

Officers

Section 1 - Officers

The officers of the corporation shall be a president, a secretary, and a chief financial officer. The corporation may also have, at the discretion of the board of directors, a chairman of the board, one or more vice presidents, one or more assistant secretaries, one or more assistant treasurers, and such other officers as may be appointed in accordance with the provisions of Section 3 of this Article V. Any number of offices may be held by the same person, except that neither the secretary nor the chief financial officer may serve concurrently as either the president or the chairman of the board.

Section 2 - Election of Officers

The officers of the corporation, except those appointed in accordance with the provisions of Section 3 of this Article V, shall be chosen by the board of directors, and each shall serve at the pleasure of the board, subject to the rights, if any, of an officer under any contract of employment.

Section 3 - Subordinate Officers

The president, subject to ratification of the board of directors, may appoint any other officers that the business of the corporation may require, each of whom shall have the title, hold office for the period, have the authority, and perform the duties specified in the bylaws or determined from time to time by the board of directors.

Section 4 - Removal Of Officers

Subject to the rights, if any, of an officer under any contract of employment, any officer may be removed, with or without cause, by the board of directors, at any regular or special meeting of